

POWER OF ATTORNEY

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

New Grounds LLC, a Nevada corporation having a place of business at 2215-B Renaissance Drive, Suite 5, Las Vegas, NV 89119, certifies that to the best of assignee's knowledge and belief it is the assignee of the entire right, title, and interest in and to the above-referenced patent and represents that the undersigned is a representative authorized and empowered to sign on behalf of the assignee.

Assignee has reviewed the assignment documents that evidence the placement of title in the assignee, true and correct copies of which are attached hereto, and understands and believes that these assignment documents have been submitted for recordation in the U.S. Patent and Trademark Office.

Pursuant to 37 C.F.R. §§1.36 and 3.71, the assignee hereby revokes all powers of attorney previously given and appoints the following attorneys and/or agents in connection with the patent applications and patents identified in Appendix A, that are filed with the United States Patent and Trademark Office:

the practitioners at Customer Number 35690, and

Mark K. Brightwell	Reg. No. 47,446	Mario J. Lewin	Reg. No. 54,268
Kay A. Colapret	Reg. No. 52,759	Lawrence J. Merkel	Reg. No. 41,191
Stephen J. Curran	Reg. No. 50,664	Eric B. Meyertons	Reg. No. 34,876
Mark R. DeLuca	Reg. No. 44,649	Dean M. Munyon	Reg. No. 42,914
Heather L. Flanagan	Reg. No. 54,101	Neal E. Persky	Reg. No. 53,452
Russell Henrichs	Reg. No. 50,354	Liza Philip	Reg. No. 51,352
Erik A. Heter	Reg. No. 50,652	David W. Quimby	Reg. No. 39,338
Jeffrey C. Hood	Reg. No. 35,198	Rory D. Rankin	Reg. No. 47,884
Rajiv Jauhari	Reg. No. 55,850	Gareth Sampson	Reg. No. 52,191
B. Noël Kivlin	Reg. No. 33,929	Chris Thompson	Reg. No. 43,188
Robert C. Kowert	Reg. No. 39,255	Mark S. Williams	Reg. No. 50,658

each of said attorneys or agents being a member or an associate of the firm of Meyertons, Hood, Kivlin, Kowert & Goetzel, P.C., as its attorney or agent for so long as they remain with such firm, with full power of substitution and revocation, to prosecute the application, to make alterations and amendments therein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive any Letters Patent, and for one year after issuance of such Letters Patent to file any request for a certificate of correction that may be deemed appropriate.

Pursuant to 37 C.F.R. §3.71, the assignee hereby states that prosecution of the above-referenced patent application is to be conducted to the exclusion of the inventor(s).

Send all future correspondence to:

B. Noël Kivlin
Meyertons, Hood, Kivlin, Kowert & Goetzel, P.C.
P.O. Box 398
Austin, Texas 78767-0398
(512) 853-8800

Assignee of Interest

New Grounds LLC

Dated:

5/12/06

By:



Name: Bryan Burpee

Title: Authorized Person

Exhibit B

ASSIGNMENT OF PATENT RIGHTS

For good and valuable consideration, the receipt of which is hereby acknowledged, Gerald Altman, residing at 2249 Commonwealth Avenue, ("Assignor"), does hereby sell, assign, transfer and convey unto New Grounds LLC, a Nevada limited liability company, having an office at 2215-B Renaissance Drive, Suite 5, Las Vegas, NV 89119 ("Assignee") or its designees, all of Assignor's right, title and interest in and to the patent applications and patents listed below, any patents, registrations, or certificates of invention issuing on any patent applications listed below, the inventions disclosed in any of the foregoing, any and all counterpart United States, international and foreign patents, applications and certificates of invention based upon or covering any portion of the foregoing, and all reissues, re-examinations, divisionals, renewals, extensions, provisionals, continuations and continuations-in-part of any of the foregoing (collectively "*Patent Rights*");

Assignor represents, warrants and covenants that: (i) it is the sole owner, assignee and holder of record title to the Patent Rights identified above, (ii) it has obtained and properly recorded previously executed assignments for all patent applications and patents identified above as necessary to fully perfect its rights and title therein in accordance with governing law and regulations in each respective jurisdiction, and (iii) it has full power and authority to make the present assignment. Assignor shall indemnify and hold harmless Assignee for any breach of the foregoing. Assignor further agrees to and hereby does sell, assign, transfer and convey unto Assignee all rights: (i) in and to causes of action and enforcement rights for the Patent Rights including all rights to pursue damages, injunctive relief and other remedies for past and future infringement of the Patent Rights, and (ii) to apply in any or all countries of the world for patents, certificates of invention or other governmental grants for the Patent Rights, including without limitation under the Paris Convention for the Protection of Industrial Property, the International Patent Cooperation Treaty, or any other convention, treaty, agreement or understanding. Assignor also hereby authorizes the respective patent office or governmental agency in each jurisdiction to issue any and all patents or certificates of invention which may be granted upon any of the Patent Rights in the name of Assignee, as the assignee to the entire interest therein.

Assignor will, at the reasonable request of Assignee and without demanding any further consideration therefor, do all things necessary, proper, or advisable, including without limitation the execution, acknowledgment and recordation of specific assignments, oaths, declarations and other documents on a country-by-country basis, to assist Assignee in obtaining, perfecting, sustaining, and/or enforcing the Patent Rights. Such assistance shall include providing, and obtaining from the respective inventors, prompt production of pertinent facts and documents, giving of testimony, execution of petitions, oaths, powers of attorney, specifications, declarations or other papers and other assistance reasonably necessary for filing patent applications, complying with any duty of disclosure, and conducting prosecution, reexamination, reissue, interference or other priority proceedings, opposition proceedings, cancellation proceedings, public use proceedings, infringement or other court actions and the like with respect to the Patent Rights.

ACTIVE PATENT RIGHTS ASSIGNED *Exhibit B-1*

PATENT OR APPLICATION	COUNTRY	DATE	TITLE-INVENTOR
Pat No 6,236,767	USA	May 22, 2001	System and Method for Storing and Retrieving Matched Paper Documents and Electronic Images - Gerald Altman
Pat No 6,396,964	USA	May 28, 2002	Systems, Processes and Products for Network Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
Pat No 6,775,422	USA	Aug 10, 2004	Systems, Processes, and Products for Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
Pat No 6,456,747	USA	Sep 24, 2002	Systems, Processes and Products for Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
App No 10/667,401	USA	Sep 23, 2003	Database Systems and Processes for Storage and Retrieval of Electronic and Related Documents - Gerald Altman
App No 10/914,481	USA	Aug 09, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman

INACTIVE PATENT RIGHTS ASSIGNED *Exhibit B-2*

PATENT OR APPLICATION	COUNTRY	DATE	TITLE-INVENTOR
Provisional App No 60/020,902	USA	Filed Jun 27, 1996	Matching electronic and paper documents in an integrated storage and retrieval system - Gerald Altman
PCT App No PCT/US00/25451	WIPO	Filed Sep 17, 2000	Combined storage and retrieval of paper documents, scanned documents, and electronic - Gerald Altman
PCT App No PCT/US01/16191	WIPO	Filed May 19, 2001	Storage-retrieval of paper and electronic documents - Gerald Altman
App No 10/244,939	USA	Filed Sep 16, 2002	Database systems and processes for storage and retrieval of physical paper documents, electro-optically generated electronic documents, and computer generated electronic documents - Gerald Altman
App No 10/252,889	USA	Filed Sep 23 2002	Database Systems and processes for Storage and Retrieval of Physical Documents and Electronic Documents- Gerald Altman
App No 10/252,935	USA	Filed Sep 22 2002	Database system for imaging and storing paper documents in particular order, and having specialized pockets for safeguarding the particular order - Gerald Altman
App No 10/913,236	USA	Filed Aug 06, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman
App No 10/914,231	USA	Filed Aug 10, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman

IN WITNESS WHEREOF, this Assignment of Patent Rights is executed at
Newton, Massachusetts, on November 16, 2005.

ASSIGNOR

By: Gerald Altman Date 11/16/2005

Gerald Altman

Newton, Massachusetts)

County of Middlesex) ss

Before me personally appeared Gerald Altman, to me known to be the
person aforesaid, who signed the foregoing document in my presence and made
oath thereto.

Notary Public

Dorell Gius

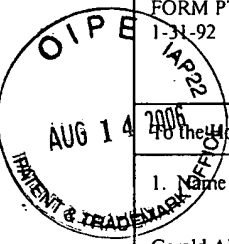
My commission expires: 3-24/08

COPY OF SEPARATELY FILED DOCUMENT

FORM PTO-1595
1-31-92

RECORDATION FORM (COVER SHEET)
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) and execution date(s):

Gerald Altman

November 16, 2005

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: New Grounds LLC

Street Address 2215-B Renaissance Dr, Ste 5

City Las Vegas State Nevada ZIP 89119

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

- ☒ Assignment
☐ Merger
☐ Security Agreement
☐ Change of Name
☐ Other _____

4. Application number(s) or patent number(s):

A. Patent Application No.(s)

10/667,401

10/914,481

60/020,902

10/244,939

10/252,889

10/252,935

10/913,236

10/914,231

B. Patent No.(s)

6,236,767

6,396,964

6,775,422

6,456,747

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: B. Noël Kivlin

Internal Address: Meyertons, Hood, Kivlin, Kowert & Goetzel, P.C.

Street Address: P.O. Box 398

City Austin State TX ZIP 78767-0398

6. Total number of applications & patents involved: 12

7. Total fee (37 CFR 3.41):\$ 480

- ☐ Fee authorization form enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number: 501505/5957-72200

(Attach a duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

B. Noël Kivlin

Name of Person Signing
Reg. No. 33,929

[Signature]
Signature

8-10-06

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-011 (exp.4/94)

Exhibit B

ASSIGNMENT OF PATENT RIGHTS

For good and valuable consideration, the receipt of which is hereby acknowledged, Gerald Altman, residing at 2249 Commonwealth Avenue, ("Assignor"), does hereby sell, assign, transfer and convey unto New Grounds LLC, a Nevada limited liability company, having an office at 2215-B Renaissance Drive, Suite 5, Las Vegas, NV 89119 ("Assignee") or its designees, all of Assignor's right, title and interest in and to the patent applications and patents listed below, any patents, registrations, or certificates of invention issuing on any patent applications listed below, the inventions disclosed in any of the foregoing, any and all counterpart United States, international and foreign patents, applications and certificates of invention based upon or covering any portion of the foregoing, and all reissues, re-examinations, divisionals, renewals, extensions, provisionals, continuations and continuations-in-part of any of the foregoing (collectively "*Patent Rights*");

Assignor represents, warrants and covenants that: (i) it is the sole owner, assignee and holder of record title to the Patent Rights identified above, (ii) it has obtained and properly recorded previously executed assignments for all patent applications and patents identified above as necessary to fully perfect its rights and title therein in accordance with governing law and regulations in each respective jurisdiction, and (iii) it has full power and authority to make the present assignment. Assignor shall indemnify and hold harmless Assignee for any breach of the foregoing. Assignor further agrees to and hereby does sell, assign, transfer and convey unto Assignee all rights: (1) in and to causes of action and enforcement rights for the Patent Rights including all rights to pursue damages, injunctive relief and other remedies for past and future infringement of the Patent Rights, and (ii) to apply in any or all countries of the world for patents, certificates of invention or other governmental grants for the Patent Rights, including without limitation under the Paris Convention for the Protection of Industrial Property, the International Patent Cooperation Treaty, or any other convention, treaty, agreement or understanding. Assignor also hereby authorizes the respective patent office or governmental agency in each jurisdiction to issue any and all patents or certificates of invention which may be granted upon any of the Patent Rights in the name of Assignee, as the assignee to the entire interest therein.

Assignor will, at the reasonable request of Assignee and without demanding any further consideration therefor, do all things necessary, proper, or advisable, including without limitation the execution, acknowledgment and recordation of specific assignments, oaths, declarations and other documents on a country-by-country basis, to assist Assignee in obtaining, perfecting, sustaining, and/or enforcing the Patent Rights. Such assistance shall include providing, and obtaining from the respective inventors, prompt production of pertinent facts and documents, giving of testimony, execution of petitions, oaths, powers of attorney, specifications, declarations or other papers and other assistance reasonably necessary for filing patent applications, complying with any duty of disclosure, and conducting prosecution, reexamination, reissue, interference or other priority proceedings, opposition proceedings, cancellation proceedings, public use proceedings, infringement or other court actions and the like with respect to the Patent Rights.

ACTIVE PATENT RIGHTS ASSIGNED Exhibit B-1

PATENT OR APPLICATION	COUNTRY	DATE	TITLE-INVENTOR
Pat No 6,236,767	USA	May 22, 2001	System and Method for Storing and Retrieving Matched Paper Documents and Electronic Images - Gerald Altman
Pat No 6,396,964	USA	May 28, 2002	Systems, Processes and Products for Network Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
Pat No 6,775,422	USA	Aug 10, 2004	Systems, Processes, and Products for Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
Pat No 6,456,747	USA	Sep 24, 2002	Systems, Processes and Products for Storage and Retrieval of Physical Paper Documents, Electro-Optically Generated Electronic Documents, and Computer Generated Electronic Documents- Gerald Altman
App No 10/667,401	USA	Sep 23, 2003	Database Systems and Processes for Storage and Retrieval of Electronic and Related Documents - Gerald Altman
App No 10/914,481	USA	Aug 09, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman

INACTIVE PATENT RIGHTS ASSIGNED *Exhibit B-2*

PATENT OR APPLICATION	COUNTRY	DATE	TITLE-INVENTOR
Provisional App No 60/020,902	USA	Filed Jun 27, 1996	Matching electronic and paper documents in an integrated storage and retrieval system - Gerald Altman
PCT App No PCT/US00/25451	WIPO	Filed Sep 17, 2000	Combined storage and retrieval of paper documents, scanned documents, and electronic - Gerald Altman
PCT App No PCT/US01/16191	WIPO	Filed May 19, 2001	Storage-retrieval of paper and electronic documents - Gerald Altman
App No 10/244,939	USA	Filed Sep 16, 2002	Database systems and processes for storage and retrieval of physical paper documents, electro-optically generated electronic documents, and computer generated electronic documents - Gerald Altman
App No 10/252,889	USA	Filed Sep 23 2002	Database Systems and processes for Storage and Retrieval of Physical Documents and Electronic Documents- Gerald Altman
App No 10/252,935	USA	Filed Sep 22 2002	Database system for imaging and storing paper documents in particular order, and having specialized pockets for safeguarding the particular order - Gerald Altman
App No 10/913,236	USA	Filed Aug 06, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman
App No 10/914,231	USA	Filed Aug 10, 2004	Systems, Processes and Products for Storage and Retrieval of Electronic Files - Gerald Altman

IN WITNESS WHEREOF, this Assignment of Patent Rights is executed at
Newton, Massachusetts, on November 16, 2005.

ASSIGNOR

By: Gerald Altman Date 11/16/2005
Gerald Altman

Newton, Massachusetts)

County of Middlesex) ss

Before me personally appeared Gerald Altman, to me known to be the
person aforesaid, who signed the foregoing document in my presence and made
oath thereto.

Notary Public

Dorell Grier

My commission expires: 3-21-08